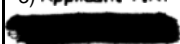
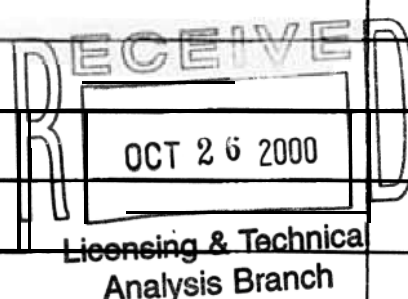


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Main FormFCC Ownership Disclosure Information for the  
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## Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): CIVS PA II, LLC		3) Applicant TIN: 	

## Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
			

## Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Craig	MI: A.	Last Name: Floerchinger	Suffix:
Title: Vice President, Cook Inlet GSM, Inc.			

Signature: 	Date: 7/11/00
--	------------------

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

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## Schedule for Disclosable Interest Holders

## Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet/VS GSM III PCS, LLC		3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503			
5) Type of Interest in Applicant ( ) (refer to Instructions for list) D	6) Disclosable Interest Holder is a(n): ( ) (refer to Instructions for list of codes): M		7) Percent of Interest Held in Applicant: 100%
8) Disclosable Interest Holder's Type of Ownership (refer to Instructions for list): 0 - Manager member interest		9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet/VS GSM III PCS, LLC; CIVS PA II, LLC (Applicant) (see Attachment 1)			

## Related FCC Regulated Businesses of Disclosable interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
CIVS PA I, LLC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
CIVS PA II, LLC (Applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
CIVS PA III, LLC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%

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## Schedule for Disclosable Interest Holders

## Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet GSM, Inc.		3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable interest Holder's Address: 2525 C Street, Suite 500, Anchorage, AK 99503			
5) Type of Interest in Applicant ( ) (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes): C		7) Percent of Interest Held in Applicant: 50.1%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Manager member interest		9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of Ownership from indirect owner to the applicant): Cook Inlet GSM, Inc.; Cook Inlet/VIS GSM III PCS, LLC; CIVS PA II, LLC (Applicant) (see Attachment 1)			

## Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Cook Inlet/VIS GSM II PCS, LLC 2525 c street, suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet/VIS GSM II? PCS, LLC 2525 c Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet/VoiceStream PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%
CIVS PA I, LLC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
CIVS PA II, LLC (Applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
CIVS PA III, LLC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
Omnipoint Dover License, UC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
(continued on next page)			

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1) Disclosable Interest Holder's First Name (if individual)	MI	Last Name.	Suffix
2) Disclosable Interest Holder's Name (if entity): Cook Inlet GSM, Inc. (continued)		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address:			
5) Type of Interest in Applicant ( ) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**Related FCC Regulated Businesses** or **Disclosable Interest Holders** (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Omnipoint Atlantic City License, LLC (address same as applicant)	Commercial Mobile Radio Service		50.1%
Omnipoint Philadelphia License, LLC (address same as applicant)	Commercial Mobile Radio services		50.1%
Cook Inlet/VoiceStream License Company, LLC (address same as applicant)	Commercial Mobile Radio Service		50.1%

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## Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet Region, Inc.		3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503			
5) Type of Interest in Applicant ( ) (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes): C	7) Percent of Interest Held in Applicant: 50.1%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O – Manager member interest		9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet Region, Inc.; Cook Inlet GSM, Inc.; Cook Inlet/V5 GSM III PCS, LLC; CIVS PA II (Applicant) (see Attachment 1)			

**Related FCC Regulated Businesses of Disclosable Interest Holders** (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Cook Inlet/VoiceStream PV/SS PCS, L.P. 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	42.86% (control)
Cook Inlet/V5 GSM II PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet/V5 GSM III PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet/VoiceStream PCS, UC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio services	[REDACTED]	50.1%
Cook Inlet/VoiceStream License Company, LLC (address same as applicant)	Commercial Mobile Radio Service	[REDACTED]	50.1%
CIVS PA I, LLC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
CIVS PA II, LLC (Applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
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## Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI.	Last Name	Suffix
2) Disclosable Interest Holder's Name (if entity): Cook Inlet Region, Inc. (continued)			3) Disclosable Interest Holder's TIN:
4) Disclosable Interest Holder's Address:			
5) type of interest in Applicant ( ) (refer to instructions for list)	6) Disclosable Interest Holder is a(n). ( ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list)		9) Disclosable Interest Holder's Country of Citizenship:	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**Related FCC Regulated Businesses of Disclosable Interest Holders** (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Alaska Interstate Construction, LLC 649 W. 54 <sup>th</sup> Ave., P.O. Box 233769 Anchorage, AK 99523	Construction		40%
Peak Services USA 450 Gears Road, Suite 850 Houston, TX 77067	Oilfield and Refinery Services		50%
Peak USA Energy Services, Ltd. 450 Gears Road, Suite 850 Houston, TX 77067	Oilfield Trucking Services		50%
Alaska Heritage Tours, Inc. 2525 C Street, Suite 405 Anchorage, AK 99503	Boat Tours, Lodging and Tourism		100%
Peak Oilfield Service Company 2525 C St., Suite 201, Anchorage, AK 99503	Oilfield Services and Construction		50%
Alaska Hovercraft Ventures 1029 West 3 <sup>rd</sup> Ave., Suite 150 Anchorage, AK 99503	Hovercraft Sales, Leasing, and Operations		33.33%
Construction Machinery, Inc. 5400 Homer Dr., Anchorage, AK 99510	Heavy Equipment Distribution		100%
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## Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name;	Suffix
2) Disclosable Interest Holder's Name (1 entity): Cook Inlet Region, Inc. (continued)			3) Disclosable Interest Holder's TIN:
4) Disclosable Interest Holder's Address:			
5) Type of Interest in Applicant ( ) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**Related FCC Regulated Businesses of Disclosable Interest Holders** (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
CIVS PA III, LLC (address same as applicant)	Commercial Mobile Radio Services		50.1%
Omnipoint Dover License, LLC (address same as applicant)	Commercial Mobile Radio Services		50.1%
Omnipoint Atlantic City License, LLC (address same as applicant)	Commercial Mobile Radio Service		50.1%
Omnipoint Philadelphia License, LLC (address same as applicant)	Commercial Mobile Radio Services		50.1%

**FCC FORM 602**  
**ATTACHMENT 1**  
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**OWNERSHIP**

CIVS PA II, LLC ("**CIVS PA II**"), submits the following informatton to **describe** in more derail the ownership structure of **CIVS PA II** as set forth in Item 10, Schedule **A** of FCC **Form 602**.

**Direct Ownership**

CIVS PA II, a Delaware limited liability company, is a wholly owned subsidiary of Cook **Inlet/VS GSM III PCS, LLC ("**CIVS III**")**, a Delaware limited liability company. The address of CIVS PA II is as follows:

CIVS PA II, LLC  
 3605 **132nd** Avenue, **S.E.**, Suite 100  
 Bellevue, Washington 98006

**Indirect Ownership**

CIVS III, a Delaware limited liability company, has two members

The first, Cook Inlet GSM, Inc. ("**CIGSM**"), a Delaware corporation, holds 50.1 **percent** of all member interests **in CIVS III and** holds 100 percent of all Manager member interests in CIVS III. CIGSM, in turn, is a wholly-owned subsidiary **Cook Inlet Region, Inc. ("**CIRI**")**, an Alaska corporation. Pursuant to the Commission's attribution critena, **CIRI** holds a 100 percent indirect interest in **CIVS PA II**. No CIRI shareholder holds a 10 percent or greater interest in **CIRI** or a 10 percent or greater **indirect interest** in **CIVS PA II**.

The second, Omnipoint Investment, LLC ("**Omnipoint**"), a limited liability company, holds 49.9 percent of all member interests **in CIVS III** and holds no Manager member interests in **CIVS III**. Omnipoint is a wholly-owned indirect subsidiary of **VoiceStream Wireless Corporation ("**VWC**")**, a Delaware corporation. Pursuant to the Commisston's attribution critena. each of Chnnipoint and VWC holds a 49.9 percent indirect interest in **CIVS PA II**. For ownership information related to VWC and its subsidiaries, please see the most recent FCC Form 602 Ownership Disclosure Report filed **by** and on behalf of VWC in December 1999.